

<p>DISTRICT COURT, CITY AND COUNTY OF DENVER, COLORADO</p> <p>1437 Bannock Street Denver, CO 80202</p> <p>FRED J. JOSEPH, Securities Commissioner for the State of Colorado,</p> <p>Plaintiff,</p> <p>v.</p> <p>SUN AND SAND, LLC, a Colorado Limited Liability Company, a.k.a. SAND AND SUN LLC, and STEVEN W. O'NEAL,</p> <p>Defendants.</p>	<p>RECEIVED JUN 15 2015</p> <p>▲ COURT USE ONLY ▲</p>
<p>JOHN W. SUTHERS, Attorney General CHRISTINE C. STRETESKY, Assistant Attorney General*</p> <p>1525 Sherman Street, 5th Floor Denver, CO 80203 303-866-5278 Registration Number: 31749 *Counsel of Record</p>	<p>Case No.: 08CV6538</p> <p>Div.: CV</p> <p>Courtroom:</p>
<p>STIPULATION FOR ORDER FOR INJUNCTIVE AND OTHER RELIEF</p>	

Plaintiff, Fred J. Joseph, Securities Commissioner for the State of Colorado ("Commissioner"), and Defendants Sun and Sand, LLC, a.k.a. Sand and Sun, LLC and Steven W. O'Neal (collectively "Defendants"), hereby enter into the following Stipulation for Order of Permanent Injunction and Other Relief ("Stipulation") in the above captioned case:

WHEREAS, the Commissioner filed this action to enjoin the alleged violations by Defendants of the Colorado Securities Act ("Act"), specifically §11-51-501, C.R.S. (2005), requesting preliminary and permanent injunction, damages and other equitable relief on behalf of some or all investors injured by said violations, as set forth in the Complaint for Injunctive and Other Relief ("Complaint") filed in this matter that is incorporated herein by reference; and

WHEREAS, the Court has jurisdiction over Defendants and the subject matter of this action; and

WHEREAS, the parties believe that it is in their best interests to enter into this Stipulation to reduce costs of litigation and promote a fair, just and equitable resolution of the action.

IT IS THEREFORE STIPULATED AND AGREED by and between the Commissioner and Defendants as follows:

1. Defendants voluntarily consent to the entry of an Order of Permanent Injunction and Other Relief ("Order") in the form attached hereto as Exhibit A and incorporated herein by reference.
2. Defendants stipulate to the entry of judgment in favor of the Commissioner and against Defendants in the amount of \$2,816.67.
3. In connection with this action and any related judicial or administrative proceeding or investigation commenced by the Commissioner or to which the Commissioner is a party, O'Neal (i) agrees to appear and be interviewed by the Staff of the Colorado Division of Securities ("Staff") or the Commissioner's attorneys at such times and places as the Staff requests upon reasonable notice; (ii) will accept service by mail or facsimile transmission of notices or subpoenas issued by the Staff or the Commissioner's attorneys for documents or testimony at depositions, hearings, or trials; (iii) with respect to such notices and subpoenas, waives personal service and the territorial limits on service and place of examination contained in Rule 45 of the Colorado Rules of Civil Procedure; and (iv) consents to personal jurisdiction in the Denver District Court, Colorado, for purposes of enforcing any such subpoena.
4. By entering into this Stipulation, Defendants neither admit nor deny that any of the allegations against them contained in the Complaint are true.
5. Defendants acknowledge that they have had the opportunity to discuss this Stipulation and accompanying Order with an attorney of his choice prior to executing this Stipulation, and regardless of whether they were represented by legal counsel, that they have voluntarily executed this Stipulation and understood the legal consequences of this Stipulation and accompanying Order, and that no promise, threat, or inducement of any kind, except as stated herein, has been made to induce them to enter into this Stipulation.
6. Defendants have read the provisions of the attached proposed Order, in the form attached hereto as Exhibit A, and waives service of the Order entered upon them and agrees that entry of the Order by the Court will constitute notice to him of the terms and conditions of such Order.
7. Defendants agree this Court will retain jurisdiction of this action and reserve the power to enter additional orders to effectuate the fair and orderly administration of this action as may be appropriate and to ensure compliance with this Stipulation and Order.

8. Defendants acknowledge that the failure to comply with this Stipulation or Order may be punished as contempt.

6/15/06
Date

STEVEN W. O'NEAL
Steven W. O'Neal
Individually and as President of
Sun and Sand, LLC

Subscribed to and sworn to before me by Steven W. O'Neal in Danvers County, State of Colorado, this 15th day of June, 2006.

Deborah A. Gynanek
NOTARY PUBLIC
My Commission expires:

Oct. 19, 2009



6-15-06
Date

Fred J. Joseph
FRED J. JOSEPH, Securities Commissioner

Approved As To Form:

John W. Suthers
Attorney General

Christine C. Stretesky
Christine C. Stretesky, 31749
Assistant Attorney General
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Denver, CO 80203
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Counsel for Plaintiff Fred Joseph,
Colorado Securities Commissioner

DISTRICT COURT, CITY AND COUNTY OF DENVER, COLORADO 1437 Bannock Street Denver, CO 80202 FRED J. JOSEPH, Securities Commissioner for the State of Colorado, Plaintiff, v. SUN AND SAND, LLC, a Colorado Limited Liability Company, a.k.a. SAND AND SUN LLC, and STEVEN W. O'NEAL, Defendants.	<p style="text-align: center;">▲ COURT USE ONLY ▲</p>
JOHN W. SUTHERS, Attorney General CHRISTINE C. STRETESKY, Assistant Attorney General* 1525 Sherman Street, 5 th Floor Denver, CO 80203 303-866-5278 Registration Number: 31749 *Counsel of Record	Case No.: Div.: CV Courtroom:
ORDER FOR INJUNCTIVE AND OTHER RELIEF	

This matter having come on before the Court on Plaintiff's Complaint for Injunctive and Other Relief ("Complaint"), and the Court having considered the evidence and arguments presented by counsel as well as the Stipulation for Order for Injunctive and Other Relief and being fully advised in the premises,

THEREFORE, IT IS HEREBY ORDERED as follows:

1. The Court has jurisdiction over Defendants and the subject matter of this action.
2. Defendants, their agents, servants, employees, and successors, as may be; any person who, directly or indirectly, through one or more intermediaries, controls or is controlled by, or is under the common control with Defendants; and all those in active concert or participation with Defendants, who receive actual notice of this Order by personal

service or otherwise, are hereby immediately and permanently restrained and enjoined from engaging, directly or indirectly, in any of the following acts:

a. Associating in any capacity with any broker-dealer, sales representative, promoter, issuer, financial planner, investment adviser, or investment adviser representative, engaged in business in Colorado, or any individual or entity engaged in the offer, purchase, or sale of securities or any investment in or from Colorado. For purposes of this Order, "associating in any capacity" shall mean acting as a broker-dealer, sales representative, promoter, issuer, financial planner, investment adviser, investment adviser representative (or occupying a similar status or performing similar functions), or directly or indirectly controlling, acting as agent for, or exercising common control of a broker-dealer; sales representative, promoter, issuer, financial planner, or investment adviser, or any employee of a broker-dealer, sales representative, promoter, issuer, financial planner, or investment adviser.

b. In the event the terms of paragraph 2(a) are modified or vacated by an order of the Court after the date of this Order, or in the event that Defendants' conduct is not otherwise proscribed by the terms of paragraph 2(a), the following shall nonetheless be prohibited concerning Defendants and those persons identified in paragraph 2(a), above:

1) Offering to sell or selling any securities or investments in the State of Colorado, unless such securities or investments are registered pursuant to sections 11-51-302, 303, or 304, C.R.S. (2005), or successor statutes, or exempt from registration pursuant to sections 11-51-307, 308, or 309, C.R.S. (2005), or successor statutes; or

2) Engaging in business in the State of Colorado as a securities broker-dealer, sales representative, investment adviser, or investment adviser representative, as may be, in violation of sections 11-51-401 and 402, C.R.S. (2005), or successor statutes; or

3) In connection with the offer, sale, or purchase of any security in the State of Colorado, directly or indirectly:

- i) employing any device, scheme, or artifice to defraud; or
- ii) making any untrue statement of a material fact or omitting to state a material fact necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading; or
- iii) engaging in any act, practice, or course of business which operates or would operate as a fraud and deceit upon any person;

in violation of section 11-51-501(1), C.R.S. (2005), or successor statute.

3. Defendants shall comply with the provisions of the Stipulation attached hereto, and such Stipulation shall be incorporated into and made a part of this Order as if fully stated herein.

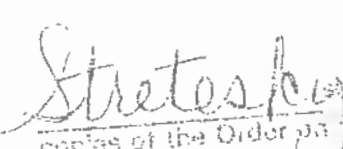
4. The Court shall retain jurisdiction over this action to ensure Defendants' compliance with this Order and the Stipulation, and reserves the power to enter additional orders to effectuate and to ensure Defendants' compliance with this Order and Stipulation.

5. Defendants' failure to comply with this Order or the Stipulation may constitute grounds for further sanctions against them, including the sanction of contempt.

6. Each provision of this Order is separate. In the event of litigation involving compliance with one of the terms or provisions of this Order, the issues will be restricted to only those provisions challenged by the interested parties. During the pendency of any action arising out of this Order, the obligations of the parties shall be deemed to be in full force and effect and shall not be tolled. Invalidation of any portion of this Order by judgment or court Order shall in no way affect any other provision, which shall remain in full force and effect.

DATED this 7 day of July, 2006.


DISTRICT COURT JUDGE


shall serve
copies of the Order on all parties
pursuant to C.R.C.P. 5 and file a
certificate of service with the
Court within 10 days